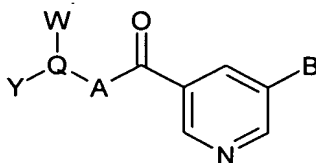


**AMENDMENTS TO THE CLAIMS**

Please cancel the existing claims and substitute the following claims:

1 A compound of the general formula



I

or pharmaceutically acceptable prodrugs, salts, hydrates, solvates, crystal forms or diastereomers thereof, wherein:

A is selected from O, S, NR<sub>1</sub>, where R<sub>1</sub> is selected from H, C<sub>1-4</sub> alkyl;

B is aryl, hetaryl optionally substituted with 0-3 substituents independently chosen from halogen, C<sub>1-4</sub> alkyl, CF<sub>3</sub>, CN, aryl, hetaryl, OH, OCF<sub>3</sub>, OC<sub>1-4</sub>alkyl, OC<sub>2-5</sub>alkylNR<sub>2</sub>R<sub>3</sub>, Oaryl, Ohetaryl, CO<sub>2</sub>R<sub>2</sub>, CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>R<sub>3</sub>, C<sub>1-4</sub> alkylNR<sub>2</sub>R<sub>3</sub>, NR<sub>4</sub>C<sub>1-4</sub>alkylNR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, OC(O)NR<sub>2</sub>R<sub>3</sub>, NR<sub>4</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>; and R<sub>2</sub>, R<sub>3</sub> are each independently H, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkyl heterocyclyl, aryl, hetaryl, C<sub>1-4</sub>alkyl aryl, C<sub>1-4</sub> alkyl hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing an atom selected from O, S, NR<sub>5</sub>; and R<sub>4</sub> is selected from H, C<sub>1-4</sub> alkyl; and R<sub>5</sub> is selected from H, C<sub>1-4</sub> alkyl;

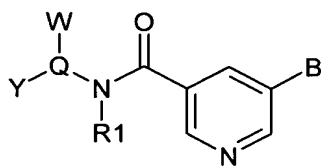
Q is a bond, or C<sub>1-4</sub> alkyl;

W is selected from H, C<sub>1-4</sub>alkyl, C<sub>2-6</sub>alkenyl; where C<sub>1-4</sub>alkyl or C<sub>2-6</sub>alkenyl may be optionally substituted with C<sub>1-4</sub>alkyl, OH, OC<sub>1-4</sub>alkyl, NR<sub>6</sub>C(O)R<sub>7</sub>, CONR<sub>6</sub>R<sub>7</sub>, OR<sub>6</sub>, NR<sub>6</sub>R<sub>7</sub>; and R<sub>6</sub>, and R<sub>7</sub> are each independently H, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkyl cycloalkyl, C<sub>1-4</sub> alkyl heterocyclyl, aryl, hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing an atom selected from O, S, NR<sub>8</sub> and R<sub>8</sub> is selected from H, C<sub>1-4</sub> alkyl;

Y is H, aryl or hetaryl optionally substituted with 0-3 substituents independently chosen from halogen, C<sub>1-4</sub> alkyl, CF<sub>3</sub>, aryl, hetaryl, OH, OCF<sub>3</sub>, CN, C<sub>2-4</sub> alkynyl, OC<sub>1-4</sub> alkyl, OC<sub>2-5</sub>alkylNR<sub>9</sub>R<sub>10</sub>, Oaryl, Ohetaryl, CO<sub>2</sub>R<sub>9</sub>, CONR<sub>9</sub>R<sub>10</sub>, NR<sub>9</sub>R<sub>10</sub>, C<sub>1-4</sub> alkylNR<sub>9</sub>R<sub>10</sub>, NR<sub>11</sub>C<sub>1-4</sub>alkylNR<sub>9</sub>R<sub>10</sub>, NR<sub>9</sub>COR<sub>10</sub>, NR<sub>11</sub>CONR<sub>9</sub>R<sub>10</sub>, NR<sub>9</sub>SO<sub>2</sub>R<sub>10</sub>; and R<sub>9</sub>, R<sub>10</sub> are each independently H, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkyl

heterocyclyl, aryl, hetaryl, C<sub>1-4</sub> alkyl aryl, C<sub>1-4</sub> alkyl hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing an atom selected from O, S, NR<sub>12</sub>; and R<sub>11</sub> is selected from H, C<sub>1-4</sub> alkyl; and R<sub>12</sub> is selected from H, C<sub>1-4</sub> alkyl.

2. A compound according to claim 1 of the general formula II:



II

or pharmaceutically acceptable prodrugs, salts, hydrates, solvates, crystal forms or diastereomers thereof, wherein:

R<sub>1</sub> is selected from H, C<sub>1-4</sub> alkyl;

B is aryl, hetaryl optionally substituted with 0-3 substituents independently chosen from halogen, C<sub>1-4</sub> alkyl, CF<sub>3</sub>, aryl, hetaryl, OH, OCF<sub>3</sub>, OC<sub>1-4</sub>alkyl, OC<sub>2-5</sub>alkylNR<sub>2</sub>R<sub>3</sub>, Oaryl, Ohetaryl, CO<sub>2</sub>R<sub>2</sub>, CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>R<sub>3</sub>, C<sub>1-4</sub> alkylNR<sub>2</sub>R<sub>3</sub>, NR<sub>4</sub>C<sub>1-4</sub>alkylNR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>COR<sub>3</sub>, NR<sub>4</sub>CONR<sub>2</sub>R<sub>3</sub>, NR<sub>2</sub>SO<sub>2</sub>R<sub>3</sub>; and R<sub>2</sub>, R<sub>3</sub> are each independently H, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkyl heterocyclyl, aryl, hetaryl, C<sub>1-4</sub>alkyl aryl, C<sub>1-4</sub> alkyl hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing an atom selected from O, S, NR<sub>5</sub>; and R<sub>4</sub> is selected from H, C<sub>1-4</sub> alkyl; and R<sub>5</sub> is selected from H, C<sub>1-4</sub> alkyl;

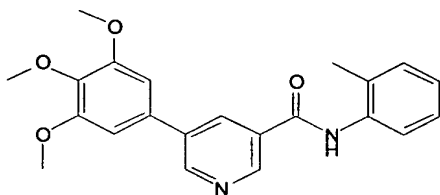
Q is a bond, or C<sub>1-4</sub> alkyl;

W is selected from H, C<sub>1-4</sub>alkyl, C<sub>2-6</sub>alkenyl; where C<sub>1-4</sub>alkyl or C<sub>2-6</sub>alkenyl may be optionally substituted with C<sub>1-4</sub>alkyl, OH, OC<sub>1-4</sub>alkyl, NR<sub>6</sub>R<sub>7</sub>; and R<sub>6</sub>, and R<sub>7</sub> are each independently H, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkyl cycloalkyl, C<sub>1-4</sub> alkyl heterocyclyl, aryl, hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing an atom selected from O, S, NR<sub>8</sub> and R<sub>8</sub> is selected from H, C<sub>1-4</sub> alkyl;

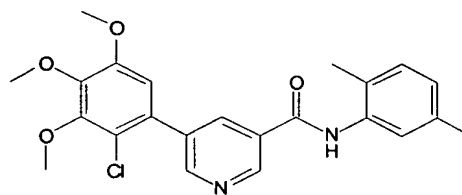
Y is H, aryl or hetaryl optionally substituted with 0-3 substituents independently chosen from halogen, C<sub>1-4</sub> alkyl, CF<sub>3</sub>, aryl, hetaryl, OH, OCF<sub>3</sub>, OC<sub>1-4</sub>alkyl, OC<sub>2-5</sub>alkylNR<sub>9</sub>R<sub>10</sub>, Oaryl, Ohetaryl, CO<sub>2</sub>R<sub>9</sub>, CONR<sub>9</sub>R<sub>10</sub>, NR<sub>9</sub>R<sub>10</sub>, C<sub>1-4</sub> alkylNR<sub>9</sub>R<sub>10</sub>, NR<sub>11</sub>C<sub>1-4</sub>alkylNR<sub>9</sub>R<sub>10</sub>, NR<sub>9</sub>COR<sub>10</sub>, NR<sub>11</sub>CONR<sub>9</sub>R<sub>10</sub>, NR<sub>9</sub>SO<sub>2</sub>R<sub>10</sub>; and R<sub>9</sub>, R<sub>10</sub> are each independently H, C<sub>1-4</sub> alkyl,

$C_{1-4}$  alkyl heterocyclyl, aryl, hetaryl,  $C_{1-4}$ alkyl aryl,  $C_{1-4}$  alkyl hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing an atom selected from O, S, NR12; and R11 is selected from H,  $C_{1-4}$  alkyl; and R12 is selected from H,  $C_{1-4}$  alkyl.

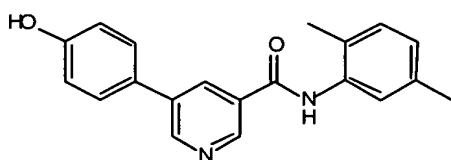
3. A compound according to claim 1 wherein the compound is selected from the group consisting of:



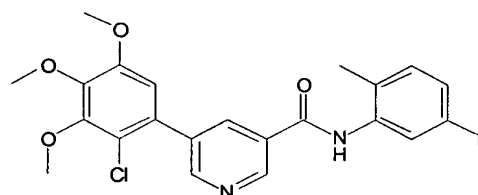
C22H22N2O4



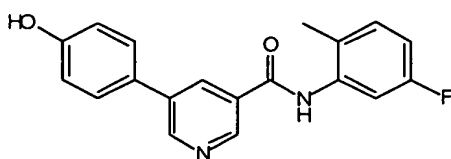
C23H23ClN2O4



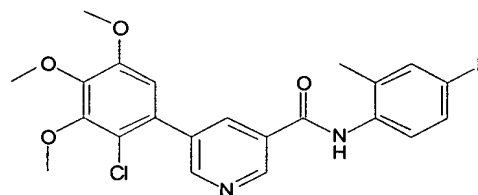
C20H18N2O2



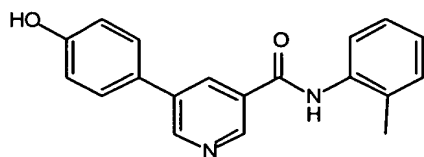
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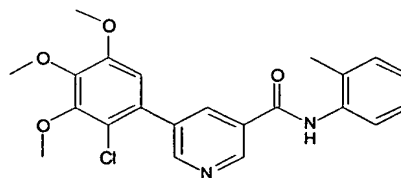
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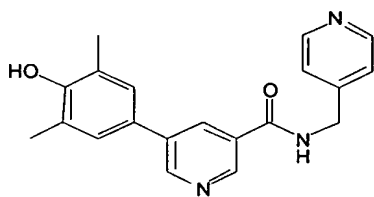
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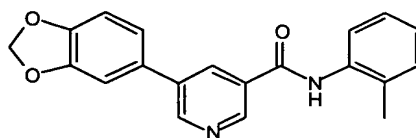
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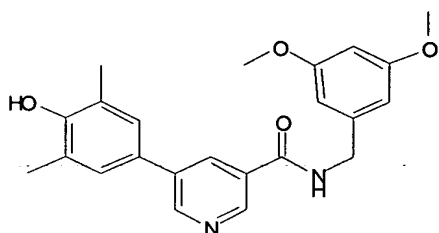
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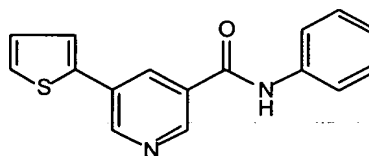
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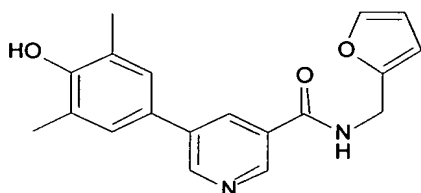
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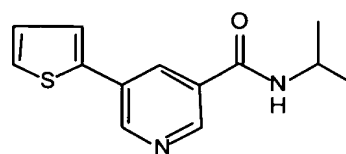
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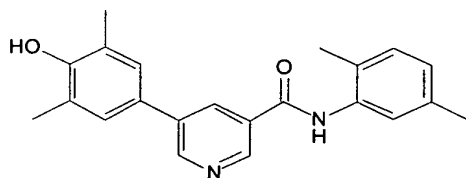
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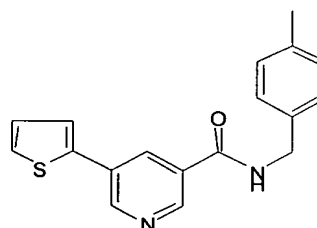
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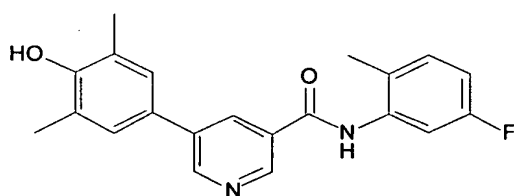
C13H14N2OS



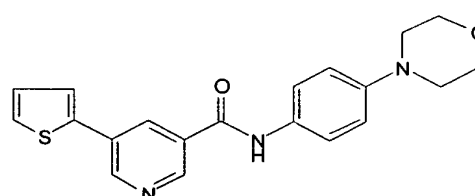
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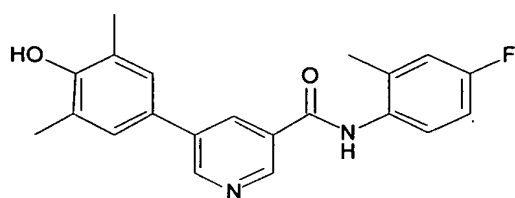
C18H16N2OS



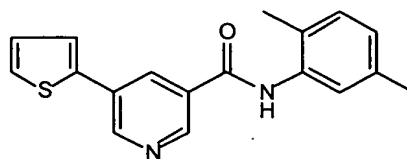
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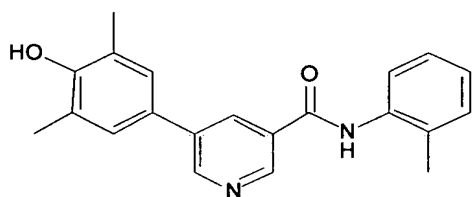
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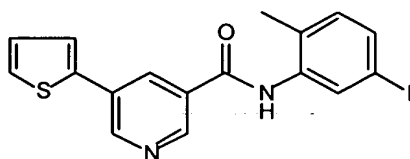
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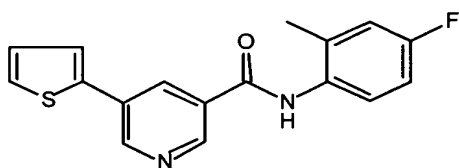
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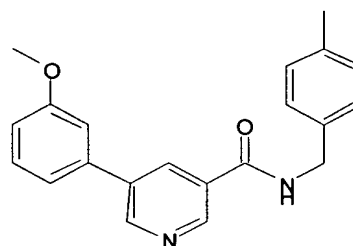
C21H20N2O2



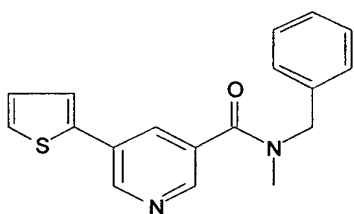
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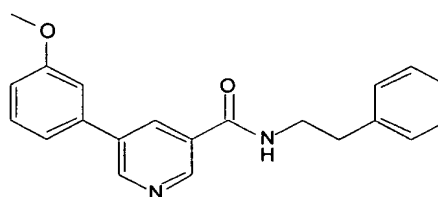
C17H13FN2OS



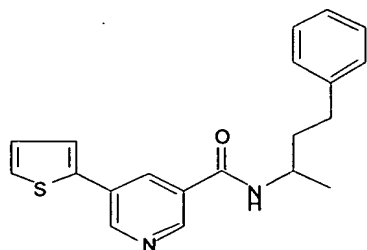
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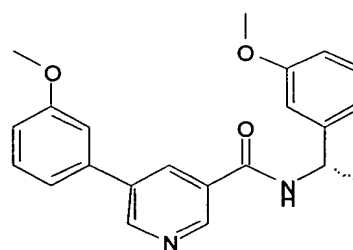
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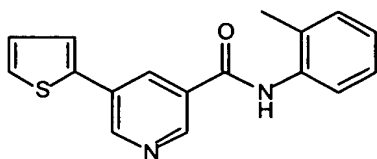
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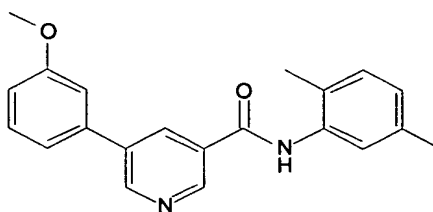
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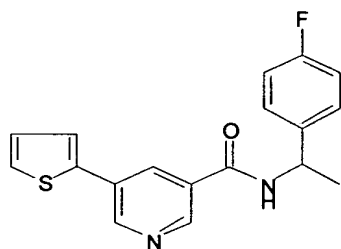
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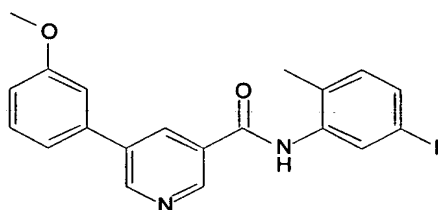
C17H14N2OS



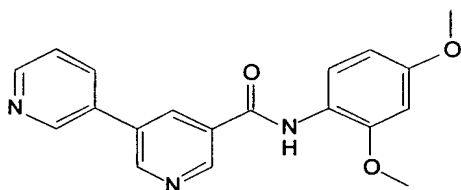
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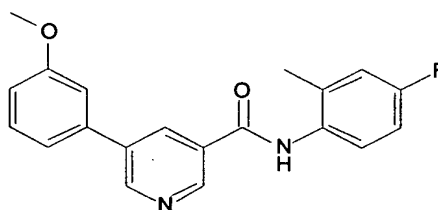
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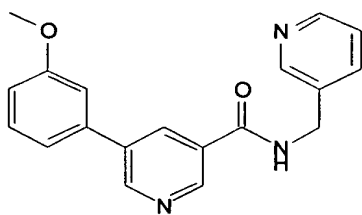
C20H17FN2O2



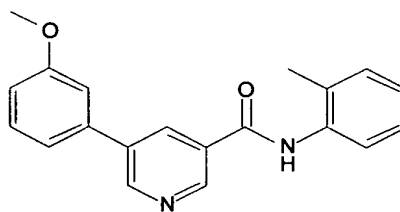
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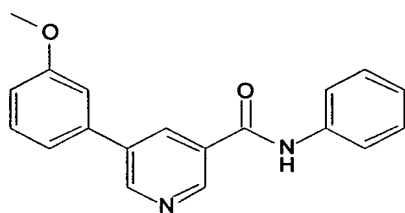
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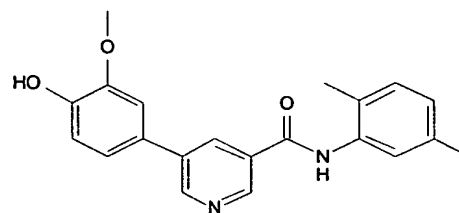
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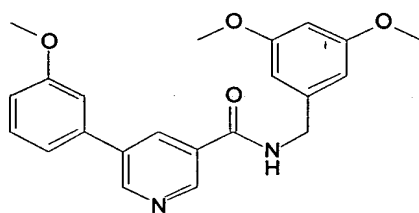
C20H18N2O2



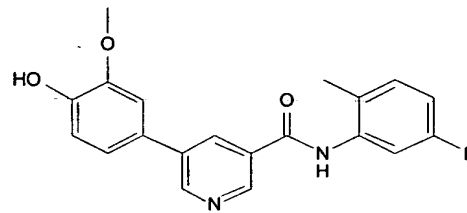
C19H16N2O2



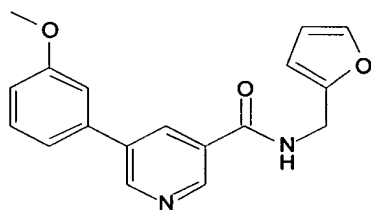
C21H20N2O3



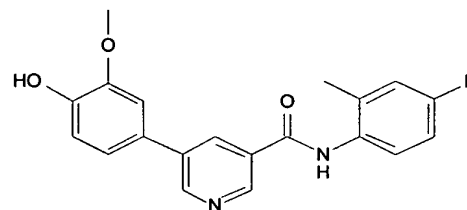
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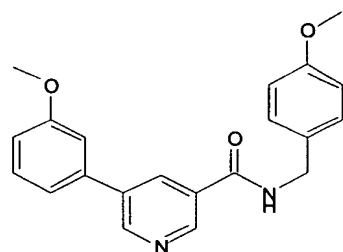
C20H17FN2O3



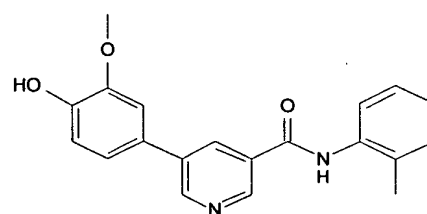
C18H16N2O3



C20H17FN2O3



C21H20N2O3



C20H18N2O3

4. A composition comprising a carrier and at least one compound of claim 1.

5. A method of treating a tyrosine kinase-associated disease state in a subject, the method comprising administering a therapeutically acceptable amount of at least one compound according to claim 1 or a therapeutically effective amount of a composition thereof.
6. A method according to claim 5 wherein the disease state is selected from the group consisting of Atopy, such as Allergic Asthma, Atopic Dermatitis (Eczema), and Allergic Rhinitis; Cell Mediated Hypersensitivity, such as Allergic Contact Dermatitis and Hypersensitivity Pneumonitis; Rheumatic Diseases, such as Systemic Lupus Erythematosus (SLE), Rheumatoid Arthritis, Juvenile Arthritis, Sjögren's Syndrome, Scleroderma, Polymyositis, Ankylosing Spondylitis, Psoriatic Arthritis; Other autoimmune diseases such as Type I diabetes, autoimmune thyroid disorders, and Alzheimer's disease; Viral Diseases, such as Epstein Barr Virus (EBV), Hepatitis B, Hepatitis C, HIV, HTLV 1, Varicella-Zoster Virus (VZV), Human Papilloma Virus (HPV); Cancer, such as fibrosarcoma, myxosarcoma, liposarcoma, chondrosarcoma, osteogenic sarcoma, chordoma, angiosarcoma, endotheliosarcoma, lymphangiosarcoma, lymphangioendotheliosarcoma, synovioma, mesothelioma, Ewing's tumor, leiomyosarcoma, rhabdomyosarcoma, colon carcinoma, pancreatic cancer, breast cancer, ovarian cancer, prostate cancer, squamous cell carcinoma, basal cell carcinoma, adenocarcinoma, sweat gland carcinoma, sebaceous gland carcinoma, papillary carcinoma, papillary adenocarcinomas, cystadenocarcinoma, medullary carcinoma, bronchogenic carcinoma, renal cell carcinoma, hepatoma, bile duct carcinoma, choriocarcinoma, seminoma, embryonal carcinoma, Wilms' tumor, cervical cancer, testicular tumor, lung carcinoma, small cell lung carcinoma, bladder carcinoma, epithelial carcinoma, glioma, astrocytoma, medulloblastoma, craniopharyngioma, ependymoma, pinealoma, hemangioblastoma, acoustic neuroma, oligodendroglioma, meningioma, melanoma, neuroblastoma, and retinoblastoma, and carcinomas forming from tissue of the breast, prostate, kidney, bladder or colon, and neoplastic disorders arising in adipose tissue, such as adipose cell tumors, e.g., lipomas, fibrolipomas, lipoblastomas, lipomatosis, hibemomas, hemangiomas and/or liposarcomas.